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ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

January 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-8705

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor:	American Railcar Leasing LLC 620 North Second Street St. Charles, Missouri 63301
[Lessee:	Terra Nitrogen Limited Partnership Terra Centre 600 Fourth Street Sioux City, IA 51102]

A description of the railroad equipment covered by the enclosed document is:

49 railcars within the series SHPX 209602 - SHPX 209763 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Terra Nitrogen Limited Partnership, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

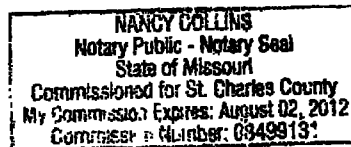
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 16th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Terra Nitrogen Limited Partnership

Contract 3-8705 dated 12/5/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	209602
	Tank	SHPX	209603
	Tank	SHPX	209604
	Tank	SHPX	209605
	Tank	SHPX	209606
	Tank	SHPX	209607
	Tank	SHPX	209608
	Tank	SHPX	209609
	Tank	SHPX	209610
	Tank	SHPX	209611
	Tank	SHPX	209612
	Tank	SHPX	209613
	Tank	SHPX	209614
	Tank	SHPX	209615
	Tank	SHPX	209616
	Tank	SHPX	209617
	Tank	SHPX	209618
	Tank	SHPX	209619
	Tank	SHPX	209620
	Tank	SHPX	209621
	Tank	SHPX	209622
	Tank	SHPX	209623
	Tank	SHPX	209624
	Tank	SHPX	209626
	Tank	SHPX	209702
	Tank	SHPX	209703
	Tank	SHPX	209704
	Tank	SHPX	209705
	Tank	SHPX	209706
	Tank	SHPX	209707
	Tank	SHPX	209708
	Tank	SHPX	209709
	Tank	SHPX	209710
	Tank	SHPX	209711

Schedule A

Equipment

Terra Nitrogen Limited Partnership

Contract 3-8705

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	209712
	Tank	SHPX	209718
	Tank	SHPX	209726
	Tank	SHPX	209752
	Tank	SHPX	209753
	Tank	SHPX	209754
	Tank	SHPX	209755
	Tank	SHPX	209756
	Tank	SHPX	209757
	Tank	SHPX	209758
	Tank	SHPX	209759
	Tank	SHPX	209760
	Tank	SHPX	209761
	Tank	SHPX	209762
	Tank	SHPX	209763

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/4/2010



Robert W. Alvord